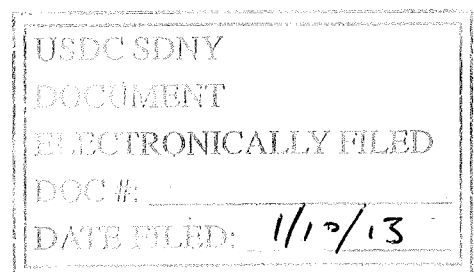


UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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	: <b>STIPULATION AND</b>
	: <del>PROPOSED</del> <b>ORDER</b>
FEDERAL HOUSING FINANCE AGENCY, etc.,	: <b>REGARDING PLAINTIFF'S</b>
	: <b>VIRGINIA SECURITIES</b>
Plaintiff,	: <b>ACT CLAIMS</b>
v.	:
UBS AMERICAS, INC., et al.,	: 11 Civ. 5201 (DLC)
Defendants.	:
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	:
FEDERAL HOUSING FINANCE AGENCY, etc.,	:
	: 11 Civ. 6188 (DLC)
Plaintiff,	:
v.	:
JPMORGAN CHASE & CO., et al.,	:
Defendants.	:
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	:
FEDERAL HOUSING FINANCE AGENCY, etc.,	:
	: 11 Civ. 6189 (DLC)
Plaintiff,	:
v.	:
HSBC NORTH AMERICA HOLDINGS, INC., et	:
al.,	:
Defendants.	:
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	:
FEDERAL HOUSING FINANCE AGENCY, etc.,	:
	: 11 Civ. 6192 (DLC)
Plaintiff,	:
v.	:
DEUTSCHE BANK AG, et al.,	:
Defendants.	:



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FEDERAL HOUSING FINANCE AGENCY, etc., :  
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Plaintiff, : 11 Civ. 6195 (DLC)  
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v. :  
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BANK OF AMERICA CORP., et al., :  
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Defendants. :  
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FEDERAL HOUSING FINANCE AGENCY, etc., :  
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Plaintiff, : 11 Civ. 6196 (DLC)  
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v. :  
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CITIGROUP INC., et al., :  
:  
Defendants. :  
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FEDERAL HOUSING FINANCE AGENCY, etc., :  
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Plaintiff, : 11 Civ. 6198 (DLC)  
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v. :  
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GOLDMAN, SACHS & CO., et al., :  
:  
Defendants. :  
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FEDERAL HOUSING FINANCE AGENCY, etc., :  
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Plaintiff, : 11 Civ. 6200 (DLC)  
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v. :  
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CREDIT SUISSE HOLDINGS (USA), INC., et al., :  
:  
Defendants. :  
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FEDERAL HOUSING FINANCE AGENCY, etc.,	:	
	:	11 Civ. 6202(DLC)
Plaintiff,	:	
v.	:	
	:	
MERRILL LYNCH & CO., INC., et al.,	:	
	:	
Defendants.	:	
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	:	
FEDERAL HOUSING FINANCE AGENCY, etc.,	:	
	:	11 Civ. 6739 (DLC)
Plaintiff,	:	
v.	:	
	:	
MORGAN STANLEY, et al.,	:	
	:	
Defendants.	:	
-----	X	

**STIPULATION AND ~~PROPOSED~~ ORDER**

WHEREAS, in *Federal Housing Finance Agency v. Barclays Bank PLC* (“*Barclays*”), No. 11-cv-6190 (DLC), this Court issued an opinion and order dated November 19, 2012 dismissing claims brought by plaintiff Federal Housing Finance Agency (“Plaintiff”) under the Virginia Securities Act (“VSA”) as to certain defendants, and denying defendants’ motion to dismiss in all other respects;

WHEREAS the Court held in *Barclays* that “parties, including depositors, who do not pass title to a plaintiff are not liable under Section 13.1-522(A)(ii) of the [VSA],” and, on this basis, dismissed the claims by FHFA under Section 13.1-522(A)(ii) of the VSA against depositor SABR;

WHEREAS, the Court in *Barclays* also dismissed the derivative control-person claims under Section 13.1-522(C) of the VSA against the individual defendants Michael Wade, John Carroll, and Paul Menefee, where such claims were based solely on allegations of these individual defendants' control over depositor SABR;

WHEREAS, the Court in *Barclays* otherwise upheld Plaintiff's claims under the VSA, including specifically Plaintiff's claims under the VSA against Barclays Capital, the defendant alleged to have passed title to Freddie Mac, and Plaintiff's claims under the VSA against Barclays Bank for its alleged control over Barclays Capital;

WHEREAS, Column 1 of the attached chart, incorporated herein by reference, identifies actions in which FHFA asserts claims under the VSA, including claims against depositor defendants under Section 13.1-522(A)(ii) and control person claims against individual defendants under Section 13.1-522(C);

WHEREAS, Column 2 of the attached chart identifies defendants in the above-captioned actions who are not alleged to have passed title of any of the RMBS certificates at issue to the Federal Home Loan Mortgage Corporation ("Freddie Mac"), and thus, in accordance with the Court's holding in *Barclays*, may not be held liable as primary violators under Section 13.1-522(A)(ii) of the VSA;

WHEREAS, Column 3 of the attached chart identifies defendants in the above-captioned actions whose control-person liability under Section 13.1-522(C) of the VSA is predicated solely upon their alleged control over a defendant who may not be held liable as a primary violator under Section 13.1-522(A)(ii) of the VSA;

NOW, THEREFORE, IT IS HEREBY ORDERED that Plaintiff's claims under Section 13.1-522(A)(ii) of the VSA are dismissed as to the defendants identified in Column 2 of the

attached chart and Plaintiff's derivative control-person claims under Section 13.1-522(C) of the VSA are dismissed as to the individual defendants identified in Column 3 of the attached chart.

Dated: January 8, 2013  
New York, New York

STIPULATED AND AGREED.

*So ordered.*

*Wm. A. Ste*  
*January 8, 2013*

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v. JPMorgan Chase & Co., FHFA v. Deutsche  
Bank AG, FHFA v. Citigroup Inc., and FHFA v.  
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Mortgage Investments II Inc., Bear Stearns  
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Phone: 212-801-9200

*Attorneys for Defendant Jeffrey Mayer*

SO ORDERED this \_\_\_\_\_ day of \_\_\_\_\_, 2013.

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HON. DENISE COTE  
United States District Judge  
Southern District of New York

Column 1	Column 2	Column 3
Action	Alleged Primary Violator that Did Not Pass Title	Alleged Control Person(s) of Entities in Column 2
<i>FHFA v. UBS Americas Inc.</i> , 11-cv-5201 (DLC)	Mortgage Asset Securitization Transactions, Inc.	UBS Real Estate Securities Inc.; David Martin; Per Dyrvik; Hugh Corcoran; Peter Slagowitz
<i>FHFA v. JPMorgan Chase &amp; Co.</i> , No. 11-cv-6188 (DLC)	J.P. Morgan Acceptance Corporation I; Structured Asset Mortgage Investments II Inc.; Bear Stearns Asset Backed Securities LLC; Washington Mutual Mortgage Securities Corporation; WaMu Asset Acceptance Corporation; Long Beach Securities Corporation	J.P. Morgan Acquisition Corporation; EMC Mortgage LLC; Washington Mutual Mortgage Securities Corporation; David M. Duzyk; Louis Schioppo, Jr.; Christine E. Cole; Edwin F. McMichael; William A. King; Brian Bernard; Matthew E. Perkins; Joseph T. Jurkowski, Jr.; Samuel L. Molinaro, Jr.; Thomas F. Marano; Kim Lutthans; Katherine Garniewski; Jeffrey Mayer; Jeffrey L. Verschleiser; Michael B. Nierenberg; Richard Careaga; David Beck; Diane Novak; Rolland Jurgens; Thomas G. Lehmann; Stephen Fortunato; Donald Wilhelm; Marc K. Malone; Michael L. Parker; David H. Zielke; Thomas W. Casey; John F. Robinson; Keith Johnson; Suzanne Krahling; Larry Breitbarth; Art Den Heyer; Stephen Lobo
<i>FHFA v. HSBC North America Holdings Inc.</i> , No. 11-cv-6189 (DLC)	HSI Asset Securitization Corporation	HSBC Bank USA, N.A.; Neal Leonard; Gerard Mattia; Todd White; Jon Voigtman
<i>FHFA v. Deutsche Bank AG</i> , No. 11-cv-6192 (DLC)	ACE Securities Corp.; MortgageIT Securities Corp.; DB Structured Products, Inc.	DB Structured Products, Inc.; Douglas K. Johnson; Evelyn Echevarria; Juliana C. Johnson
<i>FHFA v. Bank of America Corp.</i> , No. 11-cv-6195 (DLC)	Asset Backed Funding Corp.; Banc of America Funding Corp.; Banc of America Mortgage Securities, Inc.	Bank of America, National Association; George C. Carp; Robert Caruso; George E. Ellison; Adam D. Glassner; Daniel B. Goodwin; Juliana Johnson; Aashish Kamat; Michael J. Kula; James H. Luther; William L. Maxwell; Mark I. Ryan; Antoine Schetritt
<i>FHFA v. Citigroup Inc.</i> , No. 11-cv- 6196 (DLC)	Citigroup Mortgage Loan Trust Inc.	Citigroup Global Markets Realty Corp.; Susan Mills; Randall Costa; Scott Freidenrich; Richard A. Isenberg; Mark I. Tsesarsky; Peter Patricola; Jeffrey Perlowitz; Evelyn Echevarria
<i>FHFA v. Goldman, Sachs &amp; Co.</i> , No. 11-cv-6198 (DLC)	GS Mortgage Securities Corp.	Goldman Sachs Mortgage Company;

Column 1	Column 2	Column 3
Action	Alleged Primary Violator that Did Not Pass Title	Alleged Control Person(s) of Entities in Column 2
		Goldman Sachs Real Estate Funding Corp.; Peter C. Aberg; Howard S. Altarescu; Robert J. Christie; Kevin Gasvoda; Michelle Gill; David J. Rosenblum; Jonathan S. Sobel; Daniel L. Sparks; Mark Weiss
<i>FHFA v. Credit Suisse Holdings (USA), Inc.</i> , No. 11-cv-6200 (DLC)	Credit Suisse First Boston Mortgage Securities Corp.; Asset Backed Securities Corp.; Credit Suisse First Boston Mortgage Acceptance Corp.	DLJ Mortgage Capital, Inc.; Andrew A. Kimura; Jeffrey A. Altabef; Evelyn Echevarria; Michael A. Marriott; Zev Kindler; Thomas E. Siegler; Thomas Zingalli; Carlos Onis; Steven L. Kantor; Joseph M. Donovan; Juliana Johnson; Greg Richter
<i>FHFA v. Merrill Lynch &amp; Co., Inc.</i> , No. 11-cv-6202 (DLC)	Merrill Lynch Mortgage Investors, Inc.	First Franklin Financial Corp.; Merrill Lynch Mortgage Capital Inc.; Merrill Lynch Mortgage Lending, Inc.; Matthew Whalen; Brian T. Sullivan; Michal M. McGovern; Donald J. Puglisi; Paul Park; Donald C. Han
<i>FHFA v. Morgan Stanley</i> , No. 11-cv-6739 (DLC)	Morgan Stanley ABS Capital I Inc.; Morgan Stanley Capital I Inc.; Saxon Asset Securities Company	Morgan Stanley Mortgage Capital Holdings LLC; Saxon Capital, Inc.; Saxon Funding Management LLC; Gail P. McDonnell; Howard Hubler; David R. Warren; Steven S. Stern